

**COVER SHEET**

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S.E.C. Registration Number

F	I	L	I	N	V	E	S	T	R	E	I	T	C	O	R	P	.											
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(Company's Full Name)

V	E	C	T	O	R	O	N	E	B	U	I	L	D	I	N	G	,	A	L	A	B	A	N	G	,		
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(Business Address; No. Street City / Town / Province)

c/o Atty. Katrina O. Clemente-Lua
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Contact Person

7918-8188
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Company Telephone Number

**Integrated Annual Corporate Governance Report**

I	A	C	G	R
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FORM TYPE

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Month

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Day

Fiscal Year

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Month

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Day

Annual Meeting

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Secondary License Type; If Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number / Section

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Total No. of Stockholders

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Domestic

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Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

\_\_\_\_\_ Cashier

<p><b>STAMPS</b></p>
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Remarks = Pls. use black ink for scanning purposes



**SEC FORM – I-ACGR  
INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended **31 December 2021**
2. SEC Identification Number **A2000-00652**
3. BIR Tax Identification No. **204-863-416**
4. Exact name of issuer as specified in its charter **FILINVEST REIT CORP.**
5. **Philippines**  
Province, country or other jurisdiction of  
incorporation or organization
6. (SEC Use Only)   
Industry Classification Code:
7. **5th-7th Floors, Vector One Building, Northgate Cyberzone,**  
**Filinvest City, Alabang, Muntinlupa City** **1781**  
Address of principal office Postal Code
8. **(02) 7918 8188 local 6124**  
Issuer's telephone number, including area code
9. **Not Applicable**  
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																
<b>The Board's Governance Responsibilities</b>																			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.																			
<b>Recommendation 1.1</b>																			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The full profiles including professional qualifications and technical expertise of the Company's board of directors are discussed in detail on Pages 7 to 8 of the Definitive Information Statement (SEC Form 20-IS) (hereinafter, the "Information Statement"), which is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-																
2. Board has an appropriate mix of competence and expertise.	Compliant		-																
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		-																
<b>Recommendation 1.2</b>																			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>For the year 2021, only one (1) out of seven (7) directors perform executive roles or functions.</p> <table border="1" style="margin-left: auto; margin-right: auto; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name</th> <th style="text-align: center;">Type of Directorship</th> </tr> </thead> <tbody> <tr> <td>L. Josephine Gotianun-Yap</td> <td style="text-align: center;">NED</td> </tr> <tr> <td>Maricel Brion-Lirio</td> <td style="text-align: center;">ED</td> </tr> <tr> <td>Francis Nathaniel C. Gotianun</td> <td style="text-align: center;">NED</td> </tr> <tr> <td>Tristaneil D. Las Marias</td> <td style="text-align: center;">NED</td> </tr> <tr> <td>Virginia T. Obcena</td> <td style="text-align: center;">ID</td> </tr> <tr> <td>Gemilo J. San Pedro</td> <td style="text-align: center;">ID</td> </tr> <tr> <td>Val Antonio B. Suarez</td> <td style="text-align: center;">ID</td> </tr> </tbody> </table> <p>* ED – Executive Director; NED – Non-executive Director; ID – Independent Director.</p>	Name	Type of Directorship	L. Josephine Gotianun-Yap	NED	Maricel Brion-Lirio	ED	Francis Nathaniel C. Gotianun	NED	Tristaneil D. Las Marias	NED	Virginia T. Obcena	ID	Gemilo J. San Pedro	ID	Val Antonio B. Suarez	ID	-
Name	Type of Directorship																		
L. Josephine Gotianun-Yap	NED																		
Maricel Brion-Lirio	ED																		
Francis Nathaniel C. Gotianun	NED																		
Tristaneil D. Las Marias	NED																		
Virginia T. Obcena	ID																		
Gemilo J. San Pedro	ID																		
Val Antonio B. Suarez	ID																		

Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Part V of the Company’s Revised Manual on Corporate Governance (the “Revised Manual”) requires the Chief Financial Officer (“CFO”) to allocate funds for the orientation program as well as the annual continuing training workshop for new and current directors.	-
2. Company has an orientation program for first time directors.	Compliant	<p>Mr. Francis Nathaniel C. Gotianun and Mr. Gemilo J. San Pedro were first elected as members of the Company’s Board of Directors on 30 September 2020. However, their appointment as Director became effective only on 2 July 2021. They participated in the orientation program and the Corporate Governance Training for the year 2021.</p> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
3. Company has relevant annual continuing training for all directors.	Compliant	<p>As disclosed on Page 38 of the Company’s Annual and Sustainability Report, the Company’s board of directors, together with its key officers and members of senior management, attended the annual corporate governance training conducted by SGV &amp; Co. on 12 November 2021.</p> <p>The Company’s Annual and Sustainability Report forms part of the Annual Report which is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	-
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Company’s Revised Manual provides that the Board shall have a balance of EDs and NEDs (including independent non-executives), having a clear division of responsibilities such that no individual or small group of individuals can dominate the Board’s decision-making. It further requires the Board’s Nomination Committee to ensure that the members of the Board shall be diverse in terms of age, culture, gender and expertise. Moreover, the Company considers it appropriate that the directors are composed of competent, ethical and professional individuals who are knowledgeable, experienced and skillful in diverse fields relevant to the conduct of business.	-

		<p>For the year 2021, the Company’s Board of Directors consists of three (3) female and four (4) male members.</p> <p>Please refer to page 2 of the Company’s Revised Manual as of 16 March 2022 which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FI_LRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FI_LRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.			

<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>On 18 November 2021, Atty. Sharon P. Pagaling-Refuerzo was appointed as the Corporate Secretary for the Company. Her professional qualifications are discussed on Page 9 of the Company’s Preliminary Information Statement for the year 2021, accessible at the Company’s website through <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf</a></p> <p>The duties and functions of the Corporate Secretary are discussed in the Company’s By-Laws and Part III E of the Revised Manual also accessible at the Company’s website through <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FI_LRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FI_LRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Atty. Refuerzo was not appointed as Compliance Officer or as a member of the Board of Directors in 2021. Ms. Ana Venus A. Mejia served as the Company’s Compliance Officer for 2021. Atty. Maria Victoria Reyes-Beltran was appointed on 18 November 2021 to replace Ms. Mejia as the Company’s Compliance Officer. A copy of the Company’s 2022 Information Statement is accessible at the Company’s website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	Atty. Refuerzo was not appointed as Compliance Officer or as a member of the Board of Directors in 2021. Ms. Ana Venus A. Mejia served as the Company’s Compliance Officer for 2021. Atty. Maria Victoria Reyes-Beltran was appointed on 18 November 2021 to replace Ms. Mejia as the Company’s Compliance Officer. A copy of the Company’s 2022 Information Statement is accessible at the Company’s website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-

4. Corporate Secretary attends training/s on corporate governance.	Compliant	Atty. Refuerzo participated in the corporate governance training conducted by SGV & Co. on 12 November 2021.	-
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			

<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Ms. Ana Venus A. Mejia acted as the Company's Compliance Officer for year 2021 until Atty. Maria Victoria Reyes-Beltran was appointed on 18 November 2021 to replace Ms. Mejia as the Company's Compliance Officer. Their professional qualifications are discussed on Page 9 of the Company's Information Statement, accessible at the Company's website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p> <p>The duties and functions of the Compliance Officer are further discussed in Part III F of the Company's Revised Manual also accessible at the Company's website through <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p> <p>Ms. Mejia and Atty. Reyes-Beltran are not members of the Board.</p>	-
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		-
3. Compliance Officer is not a member of the board.	Compliant		-
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Ms. Mejia and Atty. Reyes-Beltran participated in the corporate governance training conducted by SGV &amp; Co. on 12 November 2021 as disclosed on Page 38 of the Company's Annual and Sustainability Report.</p> <p>The Company's Annual and Sustainability Report forms part of the Annual Report which is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	-

<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
<b>Recommendation 2.1</b>			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>The Revised Manual requires the members of the Board to conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.</p> <p>Please refer to page 2 of the Company's Revised Manual as which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Part III A (2) of the Revised Manual provides that it is the Board's responsibility to foster long-term success of the Company, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders and other stakeholders. The Board shall also formulate the Corporation's vision, mission, strategic objectives, policies and procedures, annual budgets and business plans, that shall guide its activities, including the means to effectively monitor management's performance.	-
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>The Company's business objectives and strategies are being evaluated on an annual basis.</p> <p>Please refer to page 2 of the Company's Revised Manual which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company's mission, objectives, and shared values are accessible at <a href="https://www.filinvestreit.com/vision-mission-core-values">https://www.filinvestreit.com/vision-mission-core-values</a></p> <p>These overarching principles and corporate values are regularly reviewed at such frequency as may be determined by the Board of Directors.</p>	-

<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>The Company's business strategies are discussed in detail in its Annual Report, which may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p>Part III A (5) of the Revised Manual provides that there shall be organizational and procedural controls supported by an effective management information system and risk management reporting system. For this reason, the Company's Management regularly conducts meetings with key personnel and senior officers overseeing the business operations of various project groups. Various management information systems are also in place to facilitate automated report generation on the current status of various projects.</p> <p>Please refer to page 5 of the Company's Revised Manual which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	<p>-</p>
<b>Recommendation 2.3</b>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>The Board is headed by Mrs. Lourdes Josephine Gotianun-Yap. She was first elected as a director of Filinvest REIT Corp. on 11 February 2021. Her professional qualifications are discussed in further detail on Page 7 of the Company's Information Statement, which is accessible at the Company's website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	<p>-</p>
<b>Recommendation 2.4</b>			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>Among the internal control responsibilities of the Board under Part III A (5) of the Revised Manual is the review of management succession plan. In this regard, the Board discusses and deliberates on succession plans for the President and Chief Executive Office and top key management positions to ensure continuity and consistency with the Company's strategic plans as well as to accommodate its growth.</p>	<p>-</p>



		Please refer to page 5 of the Company's Revised Manual which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	The Company has a private retirement plan for the benefit of all its regular employees including key officers.	-
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Part III A (7) of the Revised Manual provides that levels of remuneration shall be sufficient to attract and retain the directors, if any, and officers needed to run the Corporation successfully. A proportion of executive directors' remuneration may be structured so as to link rewards to corporate and individual performance.	-
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Moreover, the Company has established a Compensation Committee composed of at least three (3) directors, one of whom shall be an independent director.	-
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>The Compensation Committee shall have the following duties and responsibilities, among others:</p> <ul style="list-style-type: none"> <li>• Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors; and provide oversight over remuneration of senior management and other key personnel, ensuring that compensation is consistent with the Company's culture, strategy and control environment;</li> <li>• Disallow any director to decide on his/her own remuneration; and</li> <li>• Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors, if any and officers.</li> </ul> <p>Additional information on the Compensation Committee may be found on pages 42 to 43 of the Company's 2021 Annual and Sustainability Report which forms part of the Annual</p>	-

		<p>Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p>Under Article III Section 10 of the Company’s By-Laws, directors shall receive the compensation previously determined by the Board with the approval of the stockholders, unless hereafter reduced or increased with the approval of the stockholders. As disclosed on Page 17 of the Company’s Information Statement and in the 2021 Annual Report, except for a per diem of Php50,000.00 being paid to each non-executive director and independent director for every meeting attended, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such.</p> <p>A copy of the Company’s 2021 Annual Report is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.			
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.			
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Under Part III A (8) of the Revised Manual, the Board shall promulgate the guidelines and criteria for the nomination and disclose the same in the Company’s information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission (“SEC”). The guidelines shall contain the procedure for the acceptance of nominations from all stockholders of the Corporation.	-
2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.	Compliant		-

3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	In accordance with the Company's Revised Manual which can be accessed in the link below, the Company's Corporate Governance Committee also serves as its Nomination Committee. The functions of the Corporate Governance Committee are discussed in pages 11 to 12 of the Revised Manual.	-
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		-
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	<a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>  The Revised Manual also sets forth the guidelines for nomination and selection of new directors, including their qualifications and disqualifications.	-
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	The nomination process, which includes the right of minority shareholders to nominate candidates to the Board, is described in further detail on Pages 10 to 15 of the Company's Information Statement, which is accessible at the Company's website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>  Immediately upon the approval by the Board of Directors of the date and agenda of the meeting, the Corporate Secretary issues the notice and agenda of the stockholders' meeting, which includes the process and timeline for submission of nominations for the Board. All stockholders, including the minority stockholders, are given ample time to submit their nominations. A copy of the notice of meeting for the 2021 Annual Stockholders' Meeting may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_notice_of_annual_stockholders_meeting_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_notice_of_annual_stockholders_meeting_2021.pdf</a>	-

**Optional: Recommendation to 2.6**

1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
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**Recommendation 2.7**

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related-party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	In compliance with the Real Estate Investment Trust Act and its Implementing Rules and Regulation, the Company has its Related Party Transaction (RPT) Committee. The key functions of the RPT Committee include continuous evaluation and monitoring of existing relations among counterparties as well as evaluation of all material RPTs to ensure that these are transacted on an arm's length basis.	-
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		-
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>The Company's RPT Policy may be accessed at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a></p> <p>The Company's Audited Financial Statements for the year ended 31 December 2021, a copy of which is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>, includes a discussion on the transactions that were approved pursuant to the RPT Policy.</p>	-
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>The Related Party Transaction ("RPT") Committee Charter provides for the Committee's responsibilities, to ensure that transactions with related parties are handled in a sound and prudent manner, with integrity and in compliance with applicable laws and regulations to protect the interest of its clients, creditors and other stakeholders; and that RPTs are conducted on an arm's length basis and that no stakeholder is unduly disadvantaged.</p> <p>The RPT Committee Charter is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf</a></p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related-party transactions during shareholders' meetings.	Compliant	All RPTs and Material RPTs shall be reviewed by the RPT Committee, whose membership shall be composed of at least three (3) non-executive members of the Board of Directors, two (2) of whom shall be independent directors including the chairman, and shall be approved by at least a majority of the entire members of the board of directors, including the unanimous vote of the independent directors of the Company.	

		The RPT Committee Charter is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf</a>	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Company’s By-Laws and Part V (1) of the Revised Manual empower the Board to select and appoint individuals with appropriate ability, integrity, and experience to fill the roles of the CEO, Chief Risk Officer (“CRO”), Chief Compliance Officer (“CCO”), and Chief Audit Executive (“CAE”).</p> <p>The results of the Board’s organizational meeting held last 18 November 2021 wherein the Board appointed the CEO, Compliance Officer, and other key corporate officers is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2021-11/filrt_result_of_2021_organizational_meeting_11.18.21.pdf">https://www.filinvestreit.com/sites/default/files/2021-11/filrt_result_of_2021_organizational_meeting_11.18.21.pdf</a></p> <p>The composition of the Company’s senior management team may be accessed at <a href="https://www.filinvestreit.com/leadership">https://www.filinvestreit.com/leadership</a></p>	-
2. Board is primarily responsible for assessing the performance of Management led by the CEO and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The profiles of the principal officers and members of senior management are disclosed on Pages 7 to 10 of the Company’s Information Statement accessible at the Company’s website. <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p> <p>The Board assesses the performance of management on an annual basis. The evaluation is based on their performance of such duties and responsibilities set forth in the By-Laws and the Company’s Revised Manual.</p>	-
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management’s performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Part III A (3) of the Revised Manual discusses the Board’s specific duty to identify key risk areas and key performance indicators and monitor these actors with due diligence.</p> <p>A copy of the Company’s Revised Manual is accessible at</p>	-

		<a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Part III A.5 of the Revised Manual states that the Board shall maintain a sound and effective system of internal control to safeguard stakeholders' investment and the Company's assets for the benefit of all stockholders and other stakeholders. The Company further recognizes that the minimum internal control mechanisms for Management's operational responsibility would center on the CEO, being ultimately accountable for the Company's organizational and procedural controls.	-
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p> <p>A copy of the Company's policy on conflict of interest is accessible at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a></p>	-
3. Board approves the Internal Audit Charter.	Compliant	A copy of the Company's Internal Audit Charter is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Board expanded the roles and functions of its Audit Committee to include Risk Management Oversight Committee.	-
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>Under Part III B (1) of the Revised Manual, the Audit and Risk Management Oversight Committee shall have the following duties and responsibilities, among others:</p> <ul style="list-style-type: none"> <li>• Develop and oversee the Corporation's risk management program;</li> <li>• Oversee the system of limits to discretionary authority that the Board delegates to the Management, ensure that the system remains effective, that the limits are observed and that immediate corrective actions are</li> </ul>	-

		<p>taken whenever limits are breached;</p> <ul style="list-style-type: none"> <li>• Advise the Board on its risk appetite levels and risk tolerance limits; and</li> <li>• Assess the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence.</li> </ul> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The roles, responsibilities and accountabilities of the Board of Directors are set forth in the Company’s Revised Manual on Corporate Governance, which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The respective charters of the Board Committees are accessible at <a href="https://www.filinvestreit.com/board-committee-charters">https://www.filinvestreit.com/board-committee-charters</a>	-
3. Board Charter is publicly available and posted on the company’s website.	Compliant		-
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	The Company’s policy on insider trading may be accessed at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a>	-
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm’s length basis and at market rates.	Compliant	The Company’s RPT policy sets out the approval process in related-party transactions, including a policy that all RPTs must be conducted at arms-length basis.	
2. Company discloses the types of decision requiring board of directors’ approval.	Compliant	<p>The specific duties and functions of the Board of Directors are set forth in the Company’s Revised Manual on Corporate Governance, which is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p> <p>Further, the Company complies with existing laws, rules and regulations on the disclosure of material information approved by the Board.</p>	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.											
Recommendation 3.1											
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>During the organizational meeting of the Board held on 18 November 2021, the following board committees were established:</p> <ol style="list-style-type: none"> <li>1. Audit and Risk Management Oversight Committee;</li> <li>2. Compensation Committee;</li> <li>3. Related-Party Transactions Committee; and</li> <li>4. Corporate Governance Committee (which includes the functions of the Nominations Committee).</li> </ol>	-								
Recommendation 3.2											
1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Part III B (1) of the Revised Manual mandates the Board to constitute an Audit and Risk Management Oversight Committee (“ARMOC”). Its duties and key functions are discussed in further detail on Page 7 of the Company’s Revised Manual.</p> <p>Furthermore, the ARMOC Charter provides for its responsibility to assess the integrity and independence of external auditors and exercise effective oversight to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Company’s ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a></p>	-								
2. Audit Committee is composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the Chairman, is independent.	Compliant	<p>The members of the ARMOC are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name</th> <th style="text-align: center;">Type of Directorship</th> </tr> </thead> <tbody> <tr> <td>Virginia T. Obcena</td> <td>ID, Chairperson</td> </tr> <tr> <td>Gemilo J. San Pedro</td> <td>ID, Member</td> </tr> <tr> <td>Val Antonio B. Suarez</td> <td>ID, Member</td> </tr> </tbody> </table>	Name	Type of Directorship	Virginia T. Obcena	ID, Chairperson	Gemilo J. San Pedro	ID, Member	Val Antonio B. Suarez	ID, Member	-
Name	Type of Directorship										
Virginia T. Obcena	ID, Chairperson										
Gemilo J. San Pedro	ID, Member										
Val Antonio B. Suarez	ID, Member										
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>The full profiles of the above-mentioned directors, including their professional qualifications and technical expertise, are</p>	-								



		disclosed on Page 8 of the Company’s Information Statement and in the 2021 Annual Report, both documents are accessible at the Company’s website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a> and <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-compliant		Ms. Virginia T. Obcena, the Chairperson of the ARMOC, is also the Chairperson of the Related-Party Transaction Committee.  This notwithstanding, the objectives of the committee to oversee the senior management in establishing and maintaining an adequate, effective and efficient internal control framework are met.
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Under Part III B (1) of the Revised Manual, the ARMOC shall evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Company’s total expenditure on consultancy. Any non-audit work should likewise be disclosed in the Annual Report.  A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Chairperson of the ARMOC meets with the external audit committee on tax and current financial reporting standards and its possible impact on the Company’s financials. The Company’s ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	

Optional: Recommendation 3.2									
1. Audit Committee meets at least four (4) times during the year.	Non-Compliant		<p>Since its date of listing with The Philippine Stock Exchange on 12 August 2021, the Audit and Risk Management Oversight Committee was able to meet only one (1) time in 2021.</p> <p>Please refer to the Company’s 2021 Annual Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p>This notwithstanding, the objectives of the committee were achieved in said meeting.</p>						
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The ARMOC Charter provides that the ARMOC shall recommend the appointment and/or grounds for approval of an Internal Audit Head or Chief Audit Executive or approve the terms and conditions for outsourcing internal audit services. A copy of the ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>							
Recommendation 3.3									
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Part III B (2) of the Revised Manual mandates the Board to constitute a Corporate Governance Committee. Its duties and key functions are discussed in further detail on Page 11 of the Company’s Revised Manual.</p> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-						
2. Corporate Governance Committee is composed of at least three (3) members, all of whom should be independent directors.	Compliant	<p>The members of the Corporate Governance Committee are as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Name</th> <th style="text-align: center;">Type of Directorship</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Val Antonio B. Suarez</td> <td style="text-align: center;">ID, Chairman</td> </tr> <tr> <td style="text-align: center;">Virginia T. Obcena</td> <td style="text-align: center;">ID, Member</td> </tr> </tbody> </table>	Name	Type of Directorship	Val Antonio B. Suarez	ID, Chairman	Virginia T. Obcena	ID, Member	
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Gemilo J. San Pedro	ID, Member						
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Atty. Suarez, the Chairman of the Corporate Governance Committee, is an independent director.	-				
<b>Optional: Recommendation 3.3.</b>							
1. Corporate Governance Committee meets at least twice during the year.	Compliant		<p>Since its date of listing with The Philippine Stock Exchange on 12 August 2021, the Corporate Governance Committee was able to meet only once.</p> <p>This notwithstanding, the objectives of the committee was achieved in said meeting.</p>				
<b>Recommendation 3.4</b>							
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company’s Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>Pursuant to Part III B (1) of the Revised Manual, the Board created the Audit and Risk Management Oversight Committee (“ARMOC”), which also serves as the BROC. Its duties and key functions are discussed in further detail on Page 7 of the Company’s Revised Manual.</p> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-				
2. BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>The members of the ARMOC (which serves as BROC) are as follows:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="width: 50%;">Name</th> <th style="width: 50%;">Type of Directorship</th> </tr> </thead> <tbody> <tr> <td style="height: 20px;"> </td> <td> </td> </tr> </tbody> </table>	Name	Type of Directorship			
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Virginia T. Obcena	ID, Chairperson								
Gemilo J. San Pedro	ID, Member								
Val Antonio B. Suarez	ID, Member								
3. The Chairman of the BROOC is not the Chairman of the Board or of any other committee.	Non-compliant		<p>Ms. Virginia T. Obcena, the Chairperson of the ARMOC (which serves as the BROOC), is not the Chairperson of the Board. However, Ms. Obcena is the Chairperson of the RPT Committee.</p> <p>This notwithstanding, the objectives of the committee as being responsible for the oversight of a company’s Enterprise Risk Management system to ensure its functionality and effectiveness are met.</p>						
4. At least one (1) member of the BROOC has relevant thorough knowledge and experience on risk and risk management.	Compliant	All members of the ARMOC (which serves as the BROOC) have relevant knowledge and experience on risk and risk management. The full profiles of the members of the committee are disclosed on Page 8 of the Company’s Information Statement, which is accessible at the Company’s website.	-						
<b>Recommendation 3.5</b>									
1. Board establishes a Related Party Transactions (“RPT”) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>In compliance with the Real Estate Investment Trust Act and its Implementing Rules and Regulation, the Company has its Related Party Transaction (RPT) Committee.</p> <p>The Related Party Transaction (“RPT”) Committee Charter provides for the Committee’s responsibilities, to ensure that transactions with related parties are handled in a sound and prudent manner, with integrity and in compliance with applicable laws and regulations to protect the interest of its clients, creditors and other stakeholders; and that RPTs are conducted on an arm’s length basis and that no stakeholder is unduly disadvantaged.</p>	-						

		The RPT Committee Charter is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/related_party_transaction_committee_charter.pdf</a>									
2. RPT Committee is composed of at least three (3) non-executive directors, two (2) of whom should be independent, including the Chairman.	Compliant	<p>All members of the RPT Committee are independent directors, to wit:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Name</th> <th style="text-align: center;">Type of Directorship</th> </tr> </thead> <tbody> <tr> <td>Virginia T. Obcena</td> <td>ID, Chairperson</td> </tr> <tr> <td>Gemilo J. San Pedro</td> <td>ID, Member</td> </tr> <tr> <td>Val Antonio B. Suarez</td> <td>ID, Member</td> </tr> </tbody> </table> <p>The full profiles of the above-mentioned directors, including their professional qualifications and technical expertise, are disclosed on Page 8 of the Company’s Information Statement, which is accessible at the Company’s website. <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	Name	Type of Directorship	Virginia T. Obcena	ID, Chairperson	Gemilo J. San Pedro	ID, Member	Val Antonio B. Suarez	ID, Member	-
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Virginia T. Obcena	ID, Chairperson										
Gemilo J. San Pedro	ID, Member										
Val Antonio B. Suarez	ID, Member										

**Recommendation 3.6**

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Non-Compliant	<p>The charters of the Corporate Governance Committee, RPT Committee, and ARMOC are accessible at <a href="https://www.filinvestreit.com/board-committee-charters">https://www.filinvestreit.com/board-committee-charters</a></p> <p>Meanwhile, the charter of the Compensation Committee is still in process.</p>	<p>The mandates of the Board Committees are set forth in detail in the Company’s Revised Manual on Corporate Governance. A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-Compliant			-
3. Committee Charters were fully disclosed on the company’s website.	Non-Compliant			-

**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation’s business.

**Recommendation 4.1**

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-	Compliant	Part III A (6) of the Revised Manual provides that the members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in	-
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<p>/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>		<p>accordance with the rules and regulations of the SEC. A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a></p> <p>The attendance of the board members for the meetings held in 2021 is presented on the Company’s 2021 Annual Report, which is accessible at the Company’s website through <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Directors are furnished with materials for meetings of the Board and the committees for their review prior to the date of the meeting.</p>	<p>-</p>
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>The discussions, clarifications and explanations that take place during board meetings are sufficiently covered by minutes.</p>	<p>-</p>
<b>Recommendation 4.2</b>			
<p>1. Non-executive directors concurrently serve in a maximum of five (5) publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Part III B (2) of the Revised Manual provides that the non-executive directors should not concurrently serve as directors to more than ten (10) public companies and/or registered issuers if the director also sits in at least three (3) publicly-listed companies. A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a></p> <p>The disclosures on the directorships of the Company’s directors in both listed and non-listed companies may be found in the Company’s 2021 Annual Report and the Information Statement. Both documents are accessible at the Company’s website:  <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>  <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	<p>-</p>

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>For the year 2021, no member of the Board accepted new directorships in any company outside the group.</p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	-
Optional: Principle 4			
1. Company does not have any executive director who serves in more than two (2) boards of listed companies outside of the group.	Compliant	<p>The sole executive director of the Company, Ms. Maricel Brion-Lirio does not serve in the boards of any listed companies outside of the Filinvest Group.</p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Non-Compliant		The Company sets the meetings of the board of directors at the start of the financial year or as early as January.
3. Board of directors meets at least six (6) times during the year.	Compliant	<p>The Company conducted more than six (6) meetings in 2021.</p> <p>The number of meetings for the Board of Directors may be found in the Company's 2021 Annual Report which may be accessed at</p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	
4. Company requires a minimum quorum of at least 2/3 for board decisions.	Non-compliant		The Company's By-Laws follows the provision of the Revised Corporation Code of the Philippines which provides that a majority of the number of directors fixed in the Articles of Incorporation shall constitute a quorum for the transaction of

			business at any meeting (Article III, Section 7 of the By-Laws), except for those matters requiring the vote of more than majority of the Board.
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least three (3) independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	During its annual stockholders' meeting held on 18 November 2021, the stockholder of the Company elected three (3) independent directors, namely: (i) Atty. Val Antonio B. Suarez; (ii) Mr. Gemilo J. San Pedro; and (iii) Ms. Virginia T. Obcena.	
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The full profiles of the three (3) above-named independent directors as well as their professional qualifications and technical expertise, are disclosed on Page 8 of the Company's Information Statement, which is accessible at the Company's website through <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Part III A of the Revised Manual provides that the Board shall act as an independent check on management. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine (9) years (reckoned from 2012).	Compliant	Part III B (2) of the Revised Manual provides that ID may serve for a maximum cumulative term of nine (9) years.  Atty. Val Antonio B. Suarez was first elected as ID on 6 April 2017. Ms. Virginia T. Obcena was first elected on 17 July 2019, while Mr. Gemilo J. San Pedro was first elected on 30 September 2020. However, Mr. San Pedro's appointment as Director only became effective on 2 July 2021 after the approval by the Securities and Exchange Commission of the Company's Amended Articles of	-



		<p>Incorporation increasing the number of directors from five (5) to seven (7).</p> <p>None of the incumbent IDs have yet to reach the maximum term limit.</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	<p>Part III B (2) of the Revised Manual states that after the term limit of nine (9) years, the IDs shall be perpetually disqualified from being reelected as an ID in the Company.</p> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a></p>	-
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders’ approval during the annual shareholders’ meeting.	Compliant	The Board has yet to nominate and elect an ID whose term limit has been exceeded.	-
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Part III A (8) of the Revised Manual provides that the roles of the Chairman and the CEO shall as far as practicable be separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.</p> <p>In compliance with this directive, Mrs. L. Josephine Gotianun-Yap serves as the Chairperson of the Board, while Mrs. Maricel Brion-Lirio is the President and CEO. A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a></p>	-
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The roles and responsibilities of the Chairperson of the Board are discussed in detail on Article V, Section 2 of the Company’s By-Laws and further expounded on Part III A (8) of the Revised Manual. Meanwhile, the roles and responsibilities of the President are set forth under Article V, Section 3 of the Company’s By-Laws.	-

		Both documents are accessible at the Company's website. <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>  <a href="https://www.filinvestreit.com/sites/default/files/2022-05/amended_bl_filinvest_reit_corp.7.2.2021_redacted.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/amended_bl_filinvest_reit_corp.7.2.2021_redacted.pdf</a>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Atty. Suarez has been designated as the Company's lead independent director. A copy of the relevant disclosure on the appointment of the lead independent director is posted in the Company's website through this link - <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_result_of_2022_organizational_meeting_4.20.22.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_result_of_2022_organizational_meeting_4.20.22.pdf</a>	-
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	There has not been any instance for this principle to be invoked.	-
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive director present.	Compliant	The NEDs and/or IDs of the Company meet with the internal audit head, external auditors, and/or compliance officer separately without the presence of EDs on as-needed basis, usually prior to and in preparation for audit committee meetings.	
2. The meetings are chaired by the lead independent director.	Compliant	Discussions with the external auditor are usually conducted with the ARMOC, which includes Atty. Suarez, the Company's lead independent director. His profile can be found in Page 8 of the Company's Information Statement at <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-compliant		
<b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and			

assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-compliant		<p>The annual board self-assessment shall be conducted by the Board within the year.</p> <p>As provided in Article VIII of the Company's Revised Manual, in order to measure the performance of the Board of Directors, on an annual basis, the Board and all Board Committees of the Corporation shall accomplish the Self-Assessment Sheets. The results shall be consolidated and presented by the Compliance Officer to the Board through the Corporate Governance Committee.</p> <p>A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>
2. The Chairman conducts a self-assessment of his performance.	Non-compliant		
3. The individual members conduct a self-assessment of their performance.	Non-compliant		
4. Each committee conducts a self-assessment of its performance.	Non-compliant		
5. Every three (3) years, the assessments are supported by an external facilitator.	Non-compliant		<p>The engagement of the services of an external facilitator to support the conduct of the assessments shall be discussed with the Corporate Governance Committee.</p>
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Non-compliant		<p>The Company's Revised Manual provides for the monitoring and assessment of the performance of the board committees as well as the Board.</p> <p>The self-assessment questionnaires for the Board shall be provided to the Board in the next meeting.</p>
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Company has an Investor Relations Unit tasked to handle inquiries and manage relations with analysts, shareholders, investors, and the general public. The name and contact information of the Head of Investor Relations is posted on the Company website.</p>	-

<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	The Company's Code of Business Conduct and Ethics may be accessed at <a href="https://www.filinvestreit.com/code-of-business-conduct-and-ethics">https://www.filinvestreit.com/code-of-business-conduct-and-ethics</a>	-
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Code of Business Conduct and Ethics is made available to the Board and senior management.  Each new employee is provided a copy of the Code of Business Conduct and Ethics and the contents thereof are discussed at the orientation.  The Company implements and monitors compliance with the Code of Business Conduct and Ethics with assistance from the Compliance Officer, business and support units.	-
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Company's Code of Business Conduct and Ethics may be accessed at <a href="https://www.filinvestreit.com/code-of-business-conduct-and-ethics">https://www.filinvestreit.com/code-of-business-conduct-and-ethics</a>	-
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Employee Manual provides that no employee shall accept gifts or lavish entertainment from customers or suppliers either for himself or his family. It further prohibits employees from soliciting or accepting personal benefits such as fees or commissions from any customer of the Company or any individual or organization doing or seeking business with the company. For this reason, bribery, accepting bribes, or unofficial solicitation of gifts and loans from customers, contractors and suppliers are considered serious offenses under the company's Code of Discipline.	-
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	All members of senior management and employees are provided with copies of the Code of Business Conduct and Ethics and internal policies, and are notified if there are any	-

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	updates or revisions thereto.	-
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**Disclosure and Transparency**

**Principle 8:** The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

**Recommendation 8.1**

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Part VI of the Revised Manual provides that all material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders should be publicly and timely disclosed in accordance with the rules and regulations of the SEC and the PSE. Such information shall include, among others, earnings results, acquisition or disposition of significant assets, off balance sheet transactions, related party transactions, and direct and indirect remuneration of members of the Board, Management and key officers, including termination and retirement.</p> <p>In this regard, the Company observes the reportorial requirements set by its regulatory agencies, such as the SEC and the PSE.</p> <p>A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
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**Supplement to Recommendations 8.1**

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Non-compliant		<p>For the year 2021, the Company submitted its financial reports as follows:</p> <table border="1" style="width: 100%;"> <thead> <tr> <th>Report</th> <th>Date of Filing</th> <th>No. of Days</th> </tr> </thead> <tbody> <tr> <td>First Quarter</td> <td>18 May 2021</td> <td>48 days</td> </tr> <tr> <td>Second Quarter</td> <td>13 August 2021</td> <td>45 days</td> </tr> <tr> <td>Third Quarter</td> <td>15 November 2021</td> <td>47 days</td> </tr> </tbody> </table>	Report	Date of Filing	No. of Days	First Quarter	18 May 2021	48 days	Second Quarter	13 August 2021	45 days	Third Quarter	15 November 2021	47 days
Report	Date of Filing	No. of Days													
First Quarter	18 May 2021	48 days													
Second Quarter	13 August 2021	45 days													
Third Quarter	15 November 2021	47 days													

			The financial reports were filed within the reglementary periods for filing the same.
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>The Company's 2021 Annual Report may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p>The security ownership of directors, officers and beneficial owners of at least five percent (5%) security interest are likewise disclosed in the Company's Information Statement, accessible at the Company's website. <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p> <p><a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p> <p><a href="https://www.filinvestreit.com/code-of-business-conduct-and-ethics">https://www.filinvestreit.com/code-of-business-conduct-and-ethics</a></p>	-
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three (3) business days.	Non-compliant	-	Among the specific duties of the Board, as provided in the Revised Manual of Corporate Governance, is the adoption of a policy requiring all directors and officers to disclose or report any dealings in the Corporation's shares within five (5) business day. The directors are likewise regularly reminded by the Office of the Corporate Secretary that any dealings in the Company's shares are required to be disclosed within five (5) business days.
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three (3) business days.	Non-compliant	-	

<b>Supplement to Recommendation 8.2</b>			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	Compliant	<p>The security ownership of directors, officers and beneficial owners of at least five percent (5%) security interest are disclosed in the Company's Information Statement, accessible at the Company's website.</p> <p>Also, the Company makes timely disclosures and/or submissions of reportorial requirements, such as the Public Ownership Report, to the regulatory agencies, such as the SEC and the PSE, in case of trading by the Company's directors, officers and controlling shareholders. These disclosures may be accessed in the Disclosures section of the Company website at  <a href="https://www.filinvestreit.com/disclosure/pse-disclosures">https://www.filinvestreit.com/disclosure/pse-disclosures</a>  <a href="https://www.filinvestreit.com/disclosure/sec-filings">https://www.filinvestreit.com/disclosure/sec-filings</a></p>	-
<b>Recommendation 8.3</b>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>The full profiles of the Company's board of directors and key executives, including their professional qualifications, technical expertise, membership in other boards, and other executive positions, are discussed in detail on Pages 7-10 of the Information Statement, accessible at the Company's website, through  <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	-
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p><a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	-
<b>Recommendation 8.4</b>			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	Compliant	<p>Under Article III Section 9 of the Company's By-Laws, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board as compensation. As disclosed in the Company's Information Statement and on the 2021 Annual Report, except for a per diem of Php50,000.00 being paid to each non-executive director and independent director for every meeting attended, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such.</p>	-
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	Compliant	<p>As disclosed in the Company's Information Statement and on the 2021 Annual Report, except for a per diem of Php50,000.00 being paid to each non-executive director and independent director for every meeting attended, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such.</p>	-
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	Compliant	<p>The compensations for the CEO and top four (4) highest</p>	-

		<p>compensated officers are likewise reported in the Information Statement and Annual Report.</p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a></p>	
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The Company's RPT Policy may be accessed at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a>	-
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Material or significant RPTs are disclosed in the Company's Audited Financial Statements for the year ended 31 December 2021, a copy of which is attached to the Annual Report accessible at</p> <p><a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	-
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Part III (A) (4) of the Revised Manual on Corporate Governance expressly provides that a director with a material or potential interest in any transaction affecting the Company should fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same and recuse from voting on the approval of the transaction.</p> <p>The Company's Revised Manual on Corporate Governance is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Please refer to the Company's Audited Financial Statements for the year ended 31 December 2021, a copy of which is attached to the Annual Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-">https://www.filinvestreit.com/sites/default/files/2022-</a></p>	



		<a href="#">05/filrt sec form 17-a for the year ended december 31 2021.pdf</a>	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Part VI of the Revised Manual provides that all material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders should be publicly and timely disclosed in accordance with the rules and regulations of the SEC and the PSE.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>	-
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	The REIT Act and its IRR require that any contract or amendment thereto, between the REIT and Related Parties, including contracts involving the acquisition or lease of assets and contracts for services. Said transaction is required to be accompanied by a fairness opinion by an independent appraiser done in accordance with the valuation methodology prescribed by the SEC, in the case of an acquisition or disposition of real estate assets and property or share swaps or similar transactions.	-
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Part VI of the Revised Manual provides that all material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders should be publicly and timely disclosed in accordance with the rules and regulations of the SEC and the PSE.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>	-
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance ("MCG").	Compliant	A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>	-
2. Company's MCG is submitted to the SEC and	Compliant		-

PSE.			
3. Company's MCG is posted on its company website.	Compliant		-
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The Company duly reports to the SEC and the PSE an updated MCG whenever there are changes in the Company's corporate governance practices.	-
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		The Company's 2021 Annual Report may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>  The total remuneration of each member of the Board of Directors is disclosed in the Company's information statement accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-
a. Corporate Objectives	Compliant		-
b. Financial performance indicators	Compliant		-
c. Non-financial performance indicators	Compliant		-
d. Dividend Policy	Compliant		-
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		-
f. Attendance details of each director in all directors meetings held during the year	Compliant		-
g. Total remuneration of each member of the board of directors	Compliant		-
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	The Company's 2021 Annual Report may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>	-
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls	Compliant		-

(including operational, financial and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant		-
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant		-
<b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Part III D (2) of the Revised Manual (Page 16) contains information on the process for approving and recommending the appointment, reappointment, removal and fees of the Company's external auditor.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	The re-appointment of the Company's independent external auditor was recommended by the Company's Audit and Risk Management Oversight Committee, confirmed by the Board of Directors, and approved by the stockholders during the 2021 Annual Stockholders' Meeting held on 18 November 2021. The minutes of the meeting can be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf">https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf</a>	-
3. For the removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	There has not been any instance for this principle to be invoked.	-

Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five (5) years.	Compliant	Part III D.1 (h) of the Revised Manual provides that the external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, should be changed with the same frequency.  Starting CY 2020, Ms. Wanessa G. Salvador was designated as the external auditor's engagement partner.	-
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on:  i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	The Company's ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		-
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	The Company's ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	The Company's ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
Recommendation 9.3			
1. Company discloses the nature of non-audit	Compliant	The audit and non-audit services, if any, performed by the	-

services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.		external auditor are disclosed in the Company's annual report and information statement accessible at	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	The Company's ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The services rendered by SGV and the fees paid for such services are disclosed in the company's Information Statement accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf">https://www.filinvestreit.com/sites/default/files/2022-03/filrt_definitive_information_statement_2022.pdf</a>	-
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	SGV is duly accredited by the SEC under Group A category with BOA/PRC Reg. No. 0001, accredited on 25 August 2021, expiring on 15 April 2024.  Its address and contact details are as follows:  6760 Ayala Avenue 1226 Makati City, Philippines Tel: (632) 8891 0307 Fax: (632) 8819 0872  Ms. Wanessa Salvador is the Company's appointed audit engagement partner.	-
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	SGV & Co. was subjected to SOAR inspection on 12-23 November 2018. The names of the members of the engagement team were provided to the SEC OGA during the SOAR Inspection.	-
<b>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</b>			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the	Compliant	The Company follows a policy of environmental	-

disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.		conservation, in parallel with economic and social efforts, in line with its management strategy. The main focus is to reduce operating expenses through energy conservation and paper recycling.  These are discussed in detail in the Company's 2021 Annual and Sustainability Report which forms part of the Annual Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant		-

**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Non-Compliant	-	While the Company does not hold analysts' briefings, the Company has a website and Investor Relations Officer for all analyst and investor queries. Furthermore, the Company releases press statements on quarterly performance and major developments in the Company. Further, media and analysts are invited during the annual stockholders' meeting of the Company where the annual performance and material developments are reported.
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**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:		Please refer to <a href="http://www.filinvestreit.com">http://www.filinvestreit.com</a>	-
a. Financial statements/reports (latest quarterly)	Compliant	Please refer to <a href="https://www.filinvestreit.com/financial-performance">https://www.filinvestreit.com/financial-performance</a>	
b. Materials provided in briefings to analysts and media	Non-compliant		
c. Downloadable annual report	Compliant	Please refer to <a href="https://www.filinvestreit.com/financial-performance">https://www.filinvestreit.com/financial-performance</a>	
d. Notice of ASM and/or SSM	Compliant	Please refer to	

		<a href="https://www.filinvestreit.com/disclosure/notice-annual-and-special-stockholders-meetings">https://www.filinvestreit.com/disclosure/notice-annual-and-special-stockholders-meetings</a>	
e. Minutes of ASM and/or SSM	Compliant	Please refer to <a href="https://www.filinvestreit.com/disclosure/minutes-general-meetings">https://www.filinvestreit.com/disclosure/minutes-general-meetings</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	Please refer to <a href="https://www.filinvestreit.com/articles-incorporation-laws">https://www.filinvestreit.com/articles-incorporation-laws</a>	
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	Please refer to <a href="http://www.filinvestreit.com">http://www.filinvestreit.com</a>	-
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> To ensure integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Under Part III B.1 of the Revised Manual, the Company's Audit and Risk Management Committee is responsible for maintaining a sound system of internal control and oversight of the Company's enterprise risk management system to ensure its function and effectiveness.  Further, Part III G of the Revised Manual states that the scope and particulars of a system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of the business and the business culture; the volume, size and complexity of transactions; the degree of risk, the degree of centralization and delegation of authority; the extent and effectiveness of information technology and the extent of regulatory compliance. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>  The Company's risk governance is led by the Audit and Risk Oversight Committee which considers strategic, operational, financial and compliance risks, sets the tone for risk treatment and assesses risk monitoring and assessment	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant		

		<p>reports. The President and CEO serves as the risk executive for FILRT.</p> <p>Page 49 of the Annual and Sustainability Report provides for the significant risk items with the corresponding risk mitigation actions. A copy of the Annual and Sustainability Report is accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-04/filrt_2021_annual_and_sustainability_report_web_version_0.pdf">https://www.filinvestreit.com/sites/default/files/2022-04/filrt_2021_annual_and_sustainability_report_web_version_0.pdf</a></p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>Part III F of the Revised Manual mandates the Compliance Officer to identify and monitor compliance with the rules and regulations of regulatory agencies, and take appropriate corrective measures to address all regulatory issues and concerns in collaboration with other departments. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
<b>Optional: Recommendation 12.1</b>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	Compliant	<p>Daily monitoring and escalation of IT infrastructure performance and information security incidents are in place. The same are discussed in the weekly IT Governance meetings. Updates to the Board are done regularly as well.</p>	
<b>Recommendation 12.2</b>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	Compliant	<p>Under Part III B.1 of the Revised Manual, the Company's Audit and Risk Management Committee has oversight functions over the corporation's Internal and External Auditors and ensure their integrity and independence and unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions. A copy of the Company's Revised Manual is accessible at</p>	



		<a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant		The Company has yet to appoint its Chief Audit Executive. Nonetheless, the internal audit activities of the Company are undertaken by the Chief Audit Executive of the parent company.  Under Part III B.1 of the Revised Manual, the Company's Audit and Risk Management Committee has oversight functions over the Company's Internal Audit Department including the recommendation to the Board of Directors on the appointment and removal of the Chief Audit Executive. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Non-compliant		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Under Part III B.1 of the Revised Manual, the Company's Audit and Risk Management Committee has oversight functions over the corporation's Internal and External Auditors and ensure their integrity and independence and unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The Company's Board created the ARMOC which is primarily responsible for developing and overseeing the Company's risk management program.  The Company's ARMOC Charter may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf">https://www.filinvestreit.com/sites/default/files/2021-07/audit-committee-charter.pdf</a>	-
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company engages third-party consultants for risk appraisals and insurance advisory services.	-
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-compliant		The Company has yet to appoint its Chief Risk Officer.  The President and CEO serves as the risk executive for FILRT.
2. CRO has adequate authority, stature, resources	Non-compliant		

and support to fulfill his/her responsibilities.			
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-compliant		The Company has substantially adopted all the provisions of its Revised Manual.
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The shareholders' rights are disclosed on Pages 23-24 of the Revised Manual. A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>	-
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	A copy of the Revised Manual may be accessed at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT Revised Manual on Corporate Governance.pdf</a>	-
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	The Company's Amended Articles of Incorporation provides that each common share shall be entitled to one vote.	-
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	The Company only has one (1) class of common shares.	-
3. Board has an effective, secure, and efficient voting system.	Compliant	The voting procedures are set in the notice of the Annual Stockholders' Meeting, which are distributed to the stockholders.  The details of the voting system are disclosed in its Annual and Sustainability Report which forms part of its Annual Report accessible at  <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>	-
4. Board has an effective shareholder voting	Compliant	The Company ensures the protection of minority	

<p>mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>		<p>shareholders.</p> <p>The shareholders’ rights are disclosed on Pages 22-24 of the Revised Manual. A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p> <p>Minority shareholders are likewise given the opportunity to propose or nominate qualified persons for selection as directors. The Company has also formed a strong and focused Investor Relations Unit which provides a transparent and open line of communication with its shareholders. This policy is in accordance with the requirement of the Revised Corporation Code with respect to the required majority vote except in instances when the concurrence of the holders of at least two-thirds (2/3) of the outstanding capital stock is required.</p>	
<p>5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Article II Section 2 of the Company’s By-Laws allows for the holding of a special meeting of stockholders’ upon the written request of stockholders representing a majority of the outstanding capital stock.</p> <p>Stockholders also have the right to propose items for the agenda of shareholders’ meeting, as provided under the Revised Corporation Code and SEC Memorandum Circular No. 14, series of 2020.</p>	<p>-</p>
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Part VII of the Revised Manual lays down the rights of minority shareholders. A copy of the Revised Manual may be accessed at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	<p>-</p>
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>The Company’s 2021 Annual Report provides a discussion on the dividend policy and payment schedule of the dividends declared for the year 2021. A copy of the Annual Report may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-">https://www.filinvestreit.com/sites/default/files/2022-</a></p>	<p>-</p>

		<a href="#">05/filrt sec form 17-a for the year ended december 31 2021.pdf</a>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	In the last stockholders' meeting, the company's stock transfer agent, STSI was asked to validate the votes as tabulated by the Office of the Corporate Secretary.	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least twenty-eight (28) days before the meeting.	Non-Compliant		The notice and agenda for the 2021 Annual Stockholders' Meeting held on 18 November 2021 were disclosed through PSE Edge on 13 October 2021, while the Information Statement was disclosed through PSE Edge on 26 October 2021. The notice and agenda were sent in accordance with the PSE rules and the Securities Regulation Code.
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			-
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	The profiles of directors elected during the 2021 Annual Shareholders' Meeting are disclosed in the Information Statement.	-
b. Auditors seeking appointment/re-appointment	Compliant	Notice and agenda of the Annual Shareholders' Meeting for the year 2021 may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_notice_of_annual_stockholders_meeting_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_notice_of_annual_stockholders_meeting_2021.pdf</a>  A copy of the 2021 Definitive Information Statement may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf</a>	-
c. Proxy documents	Compliant	The notice of meeting states that the Company is not soliciting proxies.	-
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda	Compliant	The agenda items were discussed in detail in the Information	-

items for the annual stockholders meeting		Statement which may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Results of the votes taken during the 2021 Annual Shareholders' Meeting were incorporated in the minutes of the meeting, <a href="https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf">https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf</a>	-
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five (5) business days from the end of the meeting.	Compliant	A copy of the minutes of the 2020 Annual Shareholders' Meeting, indicating the voting results for all agenda items, including the approving, dissenting and abstaining votes, may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf">https://www.filinvestreit.com/sites/default/files/2021-11/filrt_2021_asm_minutes_18nov2021.pdf</a>	-
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Ms. Wanessa Salvador, SGV's Partner-in-Charge, together with her audit team, was present to answer shareholders' questions during the 2021 ASM of the Company.  Likewise, some of the senior management of the Company attended the ASM.	-
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Part VII of the Revised Manual provides that it is the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights.	-
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	The Company encourages and promotes the amicable settlement of disputes or difference between the Company and stockholders, third parties and regulatory authorities. If the conflict is material or substantial in nature, it is referred by the Corporate Secretary to the Board of Directors.	-
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its	Compliant	The Company's Investor Relations Officer is Ms. Patricia Carmen Pineda. Her contact details are as follows:	-

shareholders.		Tel. No. 7798 3951 Email: patricia.pineda@filinvestgroup.com	
2. IRO is present at every shareholder's meeting.	Compliant	Ms. Pineda was present during the 2021 Annual Shareholders' Meeting.	-
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company has no anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	-
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The company's public float as of 31 December 2021 is 36.71%.	-
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company maintains a website and an Investor Relations Officer for all stockholders' queries.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Voting <i>in absentia</i> was implemented in its 2021 Annual Shareholders' Meeting as disclosed in its information statement accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_definitive_information_statement_2021.pdf</a>	
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Part II A of the Revised Manual requires the Board to identify the Corporation's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-

		The Company's approach to sustainability is discussed in detail in its Annual and Sustainability Report which forms part of the Annual Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a>	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Part II A of the Revised Manual requires the Board to identify the Corporation's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Part VII of the Revised Manual provides that it is the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights.  The Company's policy on whistleblowing may be accessed at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a>	-
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Part II A (3) of the Revised Manual mandates the board to establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities. Stockholder concerns may also be coursed through the Investor Relations Officer.  A copy of the Company's Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a>	-

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	<p>The Company faithfully adheres to the applicable law, rules or regulations in all of its corporate dealings. As embodied in Part III (A) of its Revised Manual on Corporate Governance, the Board is responsible for fostering the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.</p> <p>The Board shall likewise provide an independent check on management. As such, it is vitally important that a number of board members be independent from management.</p> <p>A copy of the Company’s Revised Manual is accessible at <a href="https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf">https://www.filinvestreit.com/themes/custom/bootstrap_sub/files/FILRT_Revised_Manual_on_Corporate_Governance.pdf</a></p>	-
2. Company respects intellectual property rights.	Compliant	<p>The Company registers its intellectual property rights, including trademarks and trade names, with the Intellectual Property Office. This is further discussed on the Company’s Annual Report accessible at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	-
Optional: Principle 14			
1. Company discloses its policies and practices that address customers’ welfare	Non-compliant		
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	The suppliers and contractors are required to undergo an accreditation and bidding process.	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company’s goals and participate in its corporate governance processes.			
Recommendation 15.1			



1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	The Company's employees may avail of external training programs or seminars relevant to the performance of their duties. The employees may also participate in various trainings and programs arranged by the Human Resources Department.	-
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Company conducts a yearly performance appraisal of its employees and grants merit increases depending on the results of their performance appraisal. For a fair assessment of performance, employees, including Management, set 'Objectives and Key Results' (OKRs) at the beginning of each year and are evaluated on at least a yearly basis.	-
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company's employee's safety, health and welfare policies are embodied in a Safety Manual which is made available to all employees. This Manual includes policies on occupational, safety, and health programs, safety & discipline, drugs and alcohol-free workplace and sexual harassment as well as emergency action plan, fire safety and prevention and incident reporting and investigation mechanisms.	-
3. Company has policies and practices on training and development of its employees.	Compliant	The Company's employees may avail of external training programs or seminars relevant to the performance of their duties. The employees may also participate in various trainings and programs arranged by the Human Resources Department.	-
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Employee Manual provides that no employee shall accept gift or lavish entertainment from customers or suppliers either for himself or his family. It further prohibits employees from soliciting or accepting personal benefits such as fees or commission from any customer of the Company or any individual or organization doing or seeking business with the company. For this reason, bribery, accepting bribes, or unofficial solicitation of gifts and loans from customers, contractors and suppliers are considered serious offenses under the company's Code of Discipline.	-

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	All members of senior management and employees are provided with copies of the Employee Manual, and are notified if there are any updates or revisions thereto. These HR rules are likewise accessible through the OMS via local network.	-
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**Supplement to Recommendation 15.2**

1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	The Employee Manual provides that no employee shall accept gift or lavish entertainment from customers or suppliers either for himself or his family. It further prohibits employees from soliciting or accepting personal benefits such as fees or commission from any customer of the Company or any individual or organization doing or seeking business with the company. For this reason, bribery, accepting bribes, or unofficial solicitation of gifts and loans from customers, contractors and suppliers are considered serious offenses under the company's Code of Discipline.	-
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**Recommendation 15.3**

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The Company's policy on whistle-blowing may be accessed at <a href="https://www.filinvestreit.com/company-policies">https://www.filinvestreit.com/company-policies</a>	-
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Any illegal or unethical behavior may be reported to the Company's Human Resources Department.	-
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		

**Principle 16:** The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

**Recommendation 16.1**

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>The Company’s corporate social responsibility activities are discussed in further detail on the 2021 Annual and Sustainability Report, which is attached to the Annual Report and may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	<p>-</p>
<b>Optional: Principle 16</b>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>The Company’s approach to sustainability is discussed in detail in the 2021 Annual and Sustainability Report, which is attached to the Annual Report and may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	<p>-</p>
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p>The Company’s corporate social responsibility activities are discussed in the 2021 Annual and Sustainability Report which is attached to the Annual Report and may be accessed at <a href="https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf">https://www.filinvestreit.com/sites/default/files/2022-05/filrt_sec_form_17-a_for_the_year_ended_december_31_2021.pdf</a></p>	<p>-</p>


Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Mandaluyong on MAY 30 2022.

**SIGNATURES**

  
**L. JOSEPHINE GOTIANUN-YAP**  
 Chairperson of the Board

  
**MARICEL BRION-LIRIO**  
 Chief Executive Officer and President

  
**VAL ANTONIO B. SUAREZ**  
 Lead Independent Director

  
**VIRGINIA T. OBCENA**  
 Independent Director

  
**GEMILO J. SAN PEDRO**  
 Independent Director

  
**MARIA VICTORIA REYES-BELTRAN**  
 Compliance Officer

  
**KATRINA O. CLEMENTE-LUA**  
 Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this MAY 30 2022 in Mandaluyong City, affiants exhibiting to me their competent evidence of identities, as follows:

NAME	GOVERNMENT-ISSUED I.D.	DATE AND PLACE OF ISSUE
L. Josephine Gotianun-Yap	Philippine Passport No. P6722593B	28 April 2021/ Philippine Embassy Singapore
Maricel Brion-Lirio	Non-Professional Driver's License No. N04-97-401143	Land Transportation Office / valid until 11 August 2023
Val Antonio B. Suarez	IBP Lifetime Member No. 01967	IBP Pasig City
Virginia T. Obcena	Philippine Passport No. P7582624A	19 June 2018 / DFA NCR South
Gemilo J. San Pedro	Philippine Passport No. P1141968B	21 March 2019 / DFA NCR South
Maria Victoria Reyes-Beltran	Philippine Passport No. P4652714A	07 October 2017 / DFA NCR Central
Katrina O. Clemente-Lua	Philippine Passport No. P2463944B	06 July 2019/ DFA NCR South

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 Page No.: 24  
 Book No.: No  
 Series of 2022.

**JOVEN G. SEVILLANO**  
 NOTARY PUBLIC FOR CITY OF MANDALUYONG  
 COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022  
 IBP LIFETIME NO. 011302; 12-28-12; RIZAL  
 ROLL NO. 53970  
 PTR NO. 4864924; 1-3-22; MANDALUYONG  
 MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025  
 UG03 CITYLAND SHAW TOWER,  
 SHAW BLVD. MANDALUYONG CITY